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Honorable Christopher M. Alston
Chapter 11
Ex Parte

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6
7 UNITED STATES BANKRUPTCY COURT
8 WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

9 In re:

Case No. 16-11767-CMA

10 NORTHWEST TERRITORIAL MINT, LLC,
11
12 Debtor.

EX PARTE MOTION TO APPROVE
NOTICE TO DIE CUSTOMERS
REGARDING SALE OF THE
DEBTOR'S ASSETS FREE AND
CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES

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14 Mark Calvert, the Chapter 11 Trustee (the "Trustee"), moves the Court for an *Ex Parte* Order
15 Approving the Notice to Die Customers Regarding Sale of the Debtor's Assets Free and Clear of
16 Liens, Claims, Interests, and Encumbrances (the "Notice"). In support of this Motion, the Trustee
17 respectfully states as follows:

- 18 1. On April 1, 2016, Northwest Territorial Mint, LLC (the "Debtor" or "NWTM") filed
19 a voluntary bankruptcy petition under Chapter 11 of Title 11 of the United States Code.
20 2. An order appointing Mark Thomas Calvert as Chapter 11 Trustee was entered on
21 April 11, 2016.
22 3. On February 23, 2018, the Court heard the Trustee's Motion to Incur Credit, Approve
23 Bid Procedures for Sale of Estate Assets and Approve Breakup Fee (the "Bid Procedures Motion")
24 (Dkt. 1432).

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26 *EX PARTE* MOTION TO APPROVE NOTICE TO DIE
CUSTOMERS REGARDING SALE OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES - 1
501055591 v2

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1 4. On February 16, 2018, the Trustee filed his Motion for Order Approving the Sale of
2 Certain of the Debtor's Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances to
3 Medalcraft Mint, Inc. (the "Medalcraft Sale Motion") (Dkt. 1457). As is set forth in the Asset
4 Purchase Agreement referenced in the Medalcraft Sale Motion (the "Medalcraft APA"), the Trustee
5 seeks authority to sell, to Medalcraft Mint, Inc., all Medallic company owned coining dies to the extent
6 such dies are associated with a customer for which there has been a sale in the last twenty years and all dies
7 for customer Framing Success. Medalcraft and the Trustee have subsequently amended the Medalcraft
8 APA to clarify that the dies to be sold are company owned dies made by or for Medallic on or after
9 January 1, 1998 and all dies for customer Framing Success.

10 5. The Trustee intends to bring forward for Court approval other sales for Medallic
11 company owned dies made before January 1, 1998 and NWTM company owned dies.

12 6. At the hearing on the Bid Procedures Motion, the Court instructed the Trustee to
13 afford notice of the Medalcraft Sale Motion to known customers whose products are related to dies
14 that the Trustee intends to sell (a "Die-Associated Customer").

15 7. NWTM maintains a list of customers that dates back ten years (the "Die-Associated
16 Customer List"). The Trustee proposes to mail notice of the Medalcraft Sale Motion to parties on
17 the Die-Associated Customer List. In addition, the Trustee proposes to post a copy of the notice of
18 the Medalcraft Sale Motion on NWTM's website. Attached hereto as Exhibit A is the Notice
19 proposed by the Trustee.

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26 *EX PARTE* MOTION TO APPROVE NOTICE TO DIE
CUSTOMERS REGARDING SALE OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES - 2

501055591 v2

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8. Based on the foregoing, the Trustee respectfully requests that the Court enter an order approving the manner and form of the Notice. Given the sensitive nature of the customer list that is the basis for the notice parties list, the Trustee also seeks authority to file the proof of service to Die Associated Customers under seal.

DATED this 26th day of February, 2018.

K&L GATES LLP

By /s/ David C. Neu
Michael J. Gearin, WSBA #20982
David C. Neu, WSBA #33143
Brian T. Peterson, WSBA #42088
Attorneys for Mark Calvert, Chapter 11 Trustee

EX PARTE MOTION TO APPROVE NOTICE TO DIE
CUSTOMERS REGARDING SALE OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES - 3

501055591 v2

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CERTIFICATE OF SERVICE

The undersigned declares as follows:

That she is a paralegal in the law firm of K&L Gates LLP, and on February 26, 2018, she caused the foregoing document to be filed electronically through the CM/ECF system which caused Registered Participants to be served by electronic means, as fully reflected on the Notice of Electronic Filing.

I declare under penalty of perjury under the laws of the State of Washington and the United States that the foregoing is true and correct.

Executed on the 26th day of February, 2018 at Seattle, Washington.

/s/ Denise A. Lentz
Denise A. Lentz

EX PARTE MOTION TO APPROVE NOTICE TO DIE
CUSTOMERS REGARDING SALE OF THE DEBTOR'S
ASSETS FREE AND CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES - 4

501055591 v2

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EXHIBIT A

1 Michael J. Gearin, WSBA # 20982
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2 Brian T. Peterson, WSBA # 42088
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Honorable Christopher M. Alston
Chapter 11
Hearing Location: Seattle Rm 7206
Hearing Date: March 9, 2018
Hearing Time: 9:30 a.m.
Response Date: March 2, 2018

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8 UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

9 In re:

Case No. 16-11767-CMA

10 NORTHWEST TERRITORIAL MINT, LLC,
11
12 Debtor.

NOTICE TO DIE CUSTOMERS
REGARDING SALE OF THE
DEBTOR'S ASSETS FREE AND
CLEAR OF LIENS, CLAIMS,
INTERESTS, AND ENCUMBRANCES

13
14 TO: NORTHWEST TERRITORIAL MINT, LLC, Debtor;
15 AND TO: UNITED STATES TRUSTEE;
AND TO: CUSTOMERS FOR WHOM MEDALLIC ARTS COMPANY HAS MANUFACTURED
DIES IN THE LAST TEN YEARS;

16 PLEASE TAKE NOTICE that Mark Calvert, Chapter 11 Trustee (the "Trustee") of the
17 consolidated estates of Northwest Territorial Mint, LLC ("NWTM") and Medallic Art Company, LLC
18 ("Medallic"), subject to court approval, has entered into an Asset Purchase Agreement (the "Medalcraft
19 APA") with Medalcraft Mint, Inc. ("Medalcraft") for the sale of Medallic's tradename, website, customer
lists, archives, tools, specific machinery, and coining dies owned by Medallic to the extent such dies were
20 created in the last twenty years. The Trustee submits that, with very limited exceptions, NWTM and
Medallic own the physical dies which have been manufactured in order to produce medals and coins on
behalf of NWTM and Medallic customers. The Trustee intends to convey title to the company owned dies
to Medalcraft in connection with the proposed sale.

21
22 PLEASE TAKE FURTHER NOTICE that the Trustee has filed a motion (the "Medalcraft Sale
23 Motion") with the Court to approve the Medalcraft APA and authorize the sale described therein. A
hearing on the Motion will take place on March 9, 2018 at 9:30 a.m.

24 PLEASE TAKE FURTHER NOTICE that the Trustee continues to market the remaining assets of the
25 estate which assets include additional dies owned by Medallic which were created more than twenty years ago
and dies owned by NWTM.

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NOTICE TO DIE CUSTOMERS REGARDING SALE OF
DEBTOR'S ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES - 1
501055413 v2

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1 PLEASE TAKE FURTHER NOTICE THAT IF YOU OPPOSE the sale of dies, you must an
2 objection to the Medalcraft Sale Motion NO LATER THAN **March 2, 2018**. Objections must be filed with
the Court, 700 Stewart Street, Seattle, WA, 98101, and a copy delivered to:

3 Michael J. Gearin
4 David C. Neu
5 K&L Gates, LLP
925 Fourth Avenue, Suite 2900
6 Seattle, Washington 98104

7 DATED this 26th day of February, 2018.

K&L GATES LLP

8 By /s/ David C. Neu
9 Michael J. Gearin, WSBA #20982
David C. Neu, WSBA #33143
10 Brian T. Peterson, WSBA #42088
Attorneys for Mark Calvert, Chapter 11 Trustee

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CLAIMS, INTERESTS, AND ENCUMBRANCES - 2
501055413 v2

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